

TENNESSEE REGULATORY AUTHORITY

Ron Jones, Chairman
Deborah Taylor Tate, Director
Pat Miller, Director
Sara Kyle, Director



460 James Robertson Parkway
Nashville, Tennessee 37243-0505

September 2, 2005

Mr. Edward Phillips, Counsel
Mr. Jack H. Derrick, Counsel
Ms. Laura Sykora
14111 Capital Boulevard
Wake Forest, North Carolina 27587-5900

Mr. Daniel M. Waggoner, Counsel
Davis Wright Tremaine LLP
2600 Century Square
1501 Fourth Avenue, Suite 2600
Seattle, Washington 98101-1688

RE: Docket 05-00240: Application of Sprint Nextel Corporation for Approval of the Transfer of Control of United Telephone-Southeast, Inc.; Sprint Long Distance, Inc.; and Sprint Payphone Services, Inc. from Sprint Nextel Corporation to LTD Holdings Company

Dear Messrs. Phillips, Derrick, Sykora, and Waggoner:

In order to fully analyze the above-referenced petition, the Tennessee Regulatory Authority (TRA) requires additional information. Please provide the information requested below by September 12, 2005, and refer to this correspondence as Data Request No. 1 in the response.

1. Have the petitioners filed similar petitions or notices in other states? If so, provide a listing of states and action taken.
2. Have the petitioners filed a similar petition with the FCC or other federal agency? If so, list any action taken and the associated file(s) or document number(s). If a schedule to complete the review of your petition has been established by any federal agency, provide such with your response.
3. Provide the number of customers by class of service that the subsidiaries of Sprint Nextel Corporation ("Sprint-Nextel") have in Tennessee.
4. Will all customers of the Sprint-Nextel operating companies in Tennessee be transferred to LTD Holdings?
5. Consistent with TRA Rule 1220-4-2-.56(2) (d), will a current customer notice

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or letter informing customers of the change in ownership and/or operating authority be necessary? If so, provide a proposed customer notice for Authority approval.

6. Verify all current CCNs issued with the Authority, and provide copies of all current business licenses of the Sprint-Nextel operating companies filed with the Tennessee Secretary of State's Office.
7. Confirm that petitioners will continue to operate under their present CCNs issued by the Authority and business licenses as filed with the Tennessee Secretary of State's Office.
8. Explain what are current and future plans for existing Sprint Nextel residential and business customers in Tennessee.
9. Provide continued updates of any actions which could affect this petition at the state and federal level.

If you have any questions, or need further assistance, please call Carlos Black at 615-741-2904, ext. 196 or e-mail him at Carlos.Black@state.tn.us. Please respond by sending the original and 13 copies to:

Ms. Sharla Dillon, Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Sincerely,



Aster Adams, Chief
Competitive Markets & Policy Division

c: Mr. Ron Jones, Chairman
Ms. Sharla Dillon, Docket Room Manager